



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

3-0804062
MAR 21 1983

RECORDATION NO. 6220-K

FILED 1425

March 17, 1983

MAR 21 1983 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. §11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement and four original counterparts of a Bill of Sale, both dated February 15, 1983, between the following:

- Two
filings under
6220-K
the Supplemental
Equipment Trust
Agreement and
the Bill of Sale
for 6220-K
the Bill of Sale
for 6220-K
the Bill of Sale
for 6220-K*
- (a) Trustee-Lessor Chemical Bank
55 Water Street
New York, New York 10041
- (b) Lessee: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The equipment covered by the above Supplemental Equipment Trust Agreement is as follows:

- 4 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation C113, initialled ACFX and numbered 27814 through 27817 inclusive.

The equipment covered by the above Bill of Sale is as follows:

- 11 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation L0, initialled ACFX and numbered 54722, 55040, 55317, 55492, 64160, 64183, 64213, 64216, 64217, 64218 and 64219.
- 4 - Railroad Tank Cars, with AAR Mechanical Designations, initials and numbers listed as follows:

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<u>Quantity</u>	<u>AAR Mechanical Designation Code</u>	<u>Initialled ACFX and Numbered</u>
1	TMI	83429
1	TMI	89269
1	TLI	89742
1	TL	89749

The enclosed Supplemental Equipment Trust Agreement supplements the Equipment Trust Agreement dated as of July 1, 1971 between Chemical Bank, Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 2:45 P.M. on July 2, 1971, under Recordation No. 6220, and the enclosed Bill of Sale releases from said Equipment Trust Agreement the equipment described above in respect of said Bill of Sale. The most recent supplement or other document relating to the Equipment Trust Agreement having been assigned Recordation No. 6220-J, it appears that the enclosed items should follow sequentially with Nos. 6220-K and 6220-L.

We also enclose a check drawn to the order of the Commission in the sum of \$20.00 in payment of the recordation fees in this connection.

We request that four copies of the enclosed Supplemental Equipment Trust Agreement and three copies of the enclosed Bill of Sale, including in each case the copy stamped "ACF" in the upper right hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,



R. W. Montgomery
Assistant Secretary

RWM:ss
Enclosures

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INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST SERIES A

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of February 15, 1983

between

CHEMICAL BANK, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated February 15, 1983, between CHEMICAL BANK, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated as of July 1, 1971 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries Equipment Trust, Series A," pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.06 of the Agreement, the Trustee has assigned and transferred to the Company certain units of the Trust Equipment specifically described in the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Engineer's Certificate and an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.06 of the Agreement; and

WHEREAS, Section 5.06 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT
WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed

in their respective corporate names by their respective officers hereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

CHEMICAL BANK, Trustee

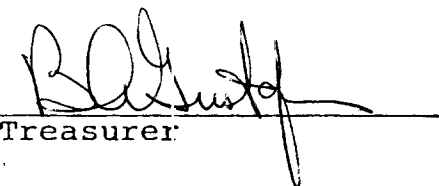
By 
SENIOR TRUST OFFICER

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By 
Treasurer

(Corporate Seal)

Attest:



Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

4 Cars Put Into Use On Or After December 1, 1982

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIGNATION CODE</u>	<u>INITIALLED ACFX AND NUMBERED</u>
4	C113	27814-27817

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 14th day of March before me personally
appeared W.H. BERLS, to me personally known, who, being
by me duly sworn, says that he is a SENIOR TRUST OFFICER of
CHEMICAL BANK, that one of the seals affixed to the foregoing instru-
ment is the corporate seal of said bank by authority of its Board of
Directors and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said bank.

(NOTARIAL SEAL)

Virginia Barazotti
VIRGINIA BARAZOTTI
Notary Public, State of New York
No. 41-4734647
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1983

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 15th day of February, 1983, before me personally
appeared B. A. Gustafsen, to me personally known, who, being by
me duly sworn, says that he is the Treasurer of ACF
INDUSTRIES, INCORPORATED, that one of the seals affixed to the fore-
going instrument is the corporate seal of said corporation, that said
instrument was signed and sealed in behalf of said corporation by
authority of its Board of Directors and he acknowledged that the
execution of the foregoing instrument was the free act and deed of
said corporation.

(NOTARIAL SEAL)

Anthony M. Romanello
ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1983